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9-00 AM

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL  
URBAN A. LESTER

January 6, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Contract 3-8701 Rider 6

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 21, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

[Lessee: Gavilon LLC  
11 ConAgra Drive  
Omaha, NE 68102]

Section Chief  
January 6, 2010  
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A description of the railroad equipment covered by the enclosed document is:

47 railcars within the series SHPX 205297 - SHPX 205356 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a checkmark to the left of the name.

✓ Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF LEASE**

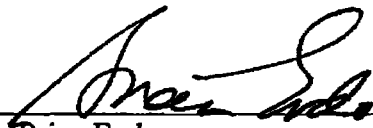
SURFACE TRANSPORTATION BOARD

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC, ARL II Funding LLC and Shippers Third LLC, all with respect to Gavilon LLC, a Delaware Limited Liability Company ("Lessee").

American Railcar Leasing LLC (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract dated 7/14/08 as identified on Schedule A (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX and/or ACFX.

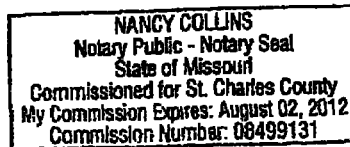
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.


AMERICAN RAILCAR LEASING LLC

By:   
Name: Brian Evdo  
Title: VP – Business Development

STATE OF MISSOURI                    )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 21<sup>st</sup> day of Dec., 2009, before me, personally appeared Brian Evdo, to me personally known, who being by me duly sworn, says that he resides at St. Charles, Missouri and is the VP – Business Development of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



  
Notary Public  
My commission expires on 8/2/2012

## Schedule A

### Equipment

#### Gavilon LLC

Contract 3-8701 rider 6

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205297
	Tank	SHPX	205298
	Tank	SHPX	205299
	Tank	SHPX	205301
	Tank	SHPX	205303
	Tank	SHPX	205305
	Tank	SHPX	205306
	Tank	SHPX	205308
	Tank	SHPX	205309
	Tank	SHPX	205310
	Tank	SHPX	205311
	Tank	SHPX	205312
	Tank	SHPX	205313
	Tank	SHPX	205314
	Tank	SHPX	205315
	Tank	SHPX	205317
	Tank	SHPX	205318
	Tank	SHPX	205319
	Tank	SHPX	205320
	Tank	SHPX	205322
	Tank	SHPX	205324
	Tank	SHPX	205325
	Tank	SHPX	205327
	Tank	SHPX	205328
	Tank	SHPX	205329
	Tank	SHPX	205331
	Tank	SHPX	205332
	Tank	SHPX	205333
	Tank	SHPX	205335
	Tank	SHPX	205336
	Tank	SHPX	205337
	Tank	SHPX	205338
	Tank	SHPX	205340
	Tank	SHPX	205342

## Schedule A

### Equipment

#### Gavilon LLC

Contract 3-8701 rider 6

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
	Tank	SHPX	205343
	Tank	SHPX	205345
	Tank	SHPX	205346
	Tank	SHPX	205347
	Tank	SHPX	205348
	Tank	SHPX	205349
	Tank	SHPX	205350
	Tank	SHPX	205351
	Tank	SHPX	205352
	Tank	SHPX	205353
	Tank	SHPX	205354
	Tank	SHPX	205355
	Tank	SHPX	205356

**47**

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

1/6/2010



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Robert W. Alvord